

Amended and Restated on January 9, 2002

**Articles of Incorporation
of
Lewis Little Folks, Incorporated**

ARTICLE I. NAME

This Corporation shall be known as Lewis Little Folks, Incorporated and shall be a non-profit corporation formed under the laws of the State of Ohio, pursuant to Ohio Revised Code 1702 *et seq.*

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The place in Ohio where its principal office is to be located is 21000 Brookpark Road, Brook Park, in Cuyahoga County.

ARTICLE III. PURPOSE AND POLICY

The general purpose of the Corporation shall be to provide high quality day care and Kindergarten services to legal dependents of the Corporation's members, and to thereby enhance its members welfare, morale and productivity. It is organized exclusively for the educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended to date. It will not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended to date. Without limiting the generality of the foregoing, the purpose of the Corporation is also to foster and promote the welfare and morale of Federal Government employees in their pursuit of competent childcare facilities in response to a demonstrated need by those employees for such facilities. Additionally, the purpose of the Corporation shall be to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation described in this Article III, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Nonprofit Corporation Law. All such activities shall be conducted exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

The Members of the corporation shall be any family whose child(ren) are enrolled at LLF and other persons as the Board of Trustees shall determine from time to time. Enrollment shall be open to all children, of whom at least 50 percent have one parent or guardian who is employed by the federal government. Enrollment may be further defined by the Board of Trustees provided that (1) such action be by unanimous vote of the Board of Trustees, and (2) such further qualifications for enrollment are in compliance with all applicable laws, rules, and regulations.

ARTICLE V. ADMINISTRATION AND ORGANIZATION

Administration of the affairs of the Corporation shall be by the Board of Trustees, who shall be elected at the General Membership meeting. The Trustees shall conduct the affairs in such a manner as to serve the best interest of the Corporation's long-term health and viability. The Trustees shall serve to the best of their ability and without remuneration.

The Board of Trustees shall consist of a minimum of seven members of the Corporation, consisting of four officers and three members at large. The positions of officers of the Corporation shall include the President, Vice-President, Secretary, and Treasurer.

ARTICLE VI. AMENDMENTS

The General Membership meeting (or at any other meeting of the Members duly called), which shall be held annually on the last Tuesday of June, may amend or alter this charter provided the proposed amendments have been submitted to the Board of Trustees in writing one month prior to the General Membership meeting. Two weeks prior to the meeting, a copy of the proposed amendment shall be transmitted to all of the members. Approval by two-thirds of the members present at the meeting at which a quorum is in evidence shall be required for adoption of the amendment. A quorum shall consist of a minimum of ten members, and shall include at least three members of the Board of Trustees.

ARTICLE VII. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3rds) of all of the members of the Board of Trustees of the Corporation at a meeting held for the purpose of adopting a resolution of dissolution or, without a meeting, by the written consent of all of the members of the Board of Trustees. Upon the dissolution of the Corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute all of the assets of the Corporation to such one or more organizations, organized and operated exclusively for charitable and educational purposes and qualifying as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees may determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such

assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. NON-DISCRIMINATORY POLICY STATEMENT

Lewis Little Folks, Incorporated will not discriminate on the basis of race, religion, color, ethnic origin, gender or disability according to the ADA (Americans with Disabilities Act), in recruitment and admission of students, and in administration of its educational policies, scholarships/loans/fee waivers, educational programs, and athletics/extracurricular activities.

Lewis Little Folks, Incorporated will not discriminate on the basis of race, religion, color, ethnic origin, gender or disability according to the ADA law, in the hiring of its employees.

ARTICLE IX. AUTHORITY

No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, member, or trustee of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article III. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and no activity of the Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in the opposition to any candidate for public office. It is intended that the Corporation shall have the status of an organization: (a) that is exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; (b) contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Internal Revenue Code; and (d) gifts to which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code. These Articles shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

All references in these Articles to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such Sections and provisions.